

# HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

16432-C  
RECORDED TO FILED

JUN 4 1991 - 1 35 PM

June 5, 1991 INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is an Amendment 3 to Lease of Railroad Equipment dated January 25, 1989.

Please file this supplement as ICC Recordation #16432-C. The filing fee of \$15 is enclosed. Thank you.

Sincerely,

*Karen Rahnasto*

Karen Rahnasto  
Fleet Operations Administrator

Enclosures

KR:po

Original

C.D. No. 54792-34-C

AMENDMENT 3

TO

LEASE OF RAILROAD EQUIPMENT

DATED JANUARY 25, 1989

16432-C  
JUN 4 1991 1 35 PM

INTERSTATE COMMERCE COMMISSION

UNION PACIFIC RAILROAD COMPANY ("Lessee") and HELM LOCOMOTIVE LEASING ("Lessor"), have heretofore entered into a Lease of Railroad Equipment ("Lease") dated January 25, 1989, covering thirty-three (33) locomotives.

The parties now wish to amend the Lease to reflect the renumbering of UP 2384 and MP 2013, 2033, 2069 as currently reflected in Annex A attached to the Lease.

NOW, THEREFORE, IT IS AGREED by and between the parties hereto as follows:

Group "A" within Annex A Unit Numbers herein referenced have been renumbered as outlined in Schedule A attached hereto. All other provisions of Annex A attached to the Lease shall remain in full force and effect.

Executed in four (4) original counterparts as of this 16<sup>th</sup> day of November, 1990.

HELM LOCOMOTIVE LEASING

By: [Signature] *AWW*

Title: President

UNION PACIFIC RAILROAD COMPANY

By: [Signature]

Title: AVP-PURCHASING

# **SCHEDULE A**

## Old Number

UP 2384  
MP 2013  
MP 2033  
MP 2069

## New Number

UP 1821  
UP 1804  
UP 1813  
UP 1824

STATE OF CALIFORNIA )  
 ) S  
COUNTY OF SAN FRANCISCO )

On this 10th day of December, 1990, before me personally appeared Richard C. Kuchner to me personally known, who, being by me duly sworn, says that he is President of HELM LOCOMOTIVE LEASING, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Staudenmaier  
Notary Public

My Commission Expires:

July 26, 1993

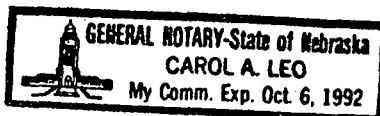
[Notarial Seal]



STATE OF NEBRASKA )  
 ) S  
COUNTY OF DOUGLAS )

On this 16th day of November, 1990, before me personally appeared D. H. Rettinger, to me personally known, who, being by me duly sworn says that he is AVP-Purchasing of Union Pacific Railroad Co., that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carol A. Leo  
Notary Public



My Commission Expires:

October 6, 1992

[Notarial Seal]